

EXHIBIT D

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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RUOSHUI SUN, Individually and on Behalf of :	Civil Action No. 1:22-cv-01015-ALC	:
All Others Similarly Situated,		:
	<u>CLASS ACTION</u>	:
Plaintiff,		:
		:
vs.		:
		:
TAL EDUCATION GROUP, BANGXIN		:
ZHANG, RONG LUO and LINDA HE,		:
		:
Defendants.		:
		:
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**DECLARATION OF BRIAN E. MCMATH IN SUPPORT OF MOTION OF NEW
MEXICO STATE INVESTMENT COUNCIL FOR APPOINTMENT AS LEAD
PLAINTIFF AND APPROVAL OF COUNSEL**

I, BRIAN E. MCMATH, pursuant to 28 U.S.C. §1746, declare as follows:

1. I am a member of the bar of the State of New Mexico and am an Assistant Attorney General, Office of the Attorney General of the State of New Mexico. I respectfully submit this declaration in support of the New Mexico State Investment Council's ("NMSIC") Motion for Appointment as Lead Plaintiff and Approval of Lead Plaintiff's Selection of Lead Counsel.

2. The NMSIC is a State agency charged with managing New Mexico's \$34 billion permanent endowment.

3. The Attorney General for the State of New Mexico is statutorily authorized to provide counsel to the State's agencies, including the NMSIC. Pursuant to State law, the Attorney General has the discretion to initiate or participate in litigation on behalf of the State and its agencies, when in his judgment the interest of the State so requires. The Office of the Attorney General is providing counsel to the NMSIC and will actively monitor and remain informed about the status of this case.

4. The Attorney General for the State of New Mexico is authorized to commission outside counsel to represent the State of New Mexico in matters the Attorney General deems necessary to have the assistance of counsel with particular experience and expertise. The Attorney General has designated Grant & Eisenhofer P.A. and Robbins Geller Rudman & Dowd LLP as counsel for the NMSIC in this action for all purposes.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 4th day of April, 2022.



BRIAN E. MCMATH
ASSISTANT ATTORNEY GENERAL
Office of the Attorney General, State of New Mexico